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DAFDEL ALONSO
131 OF S.W. 2TRR
M.D. 41, FL 33181

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-03/04/99-01057-013

*****78.75 *****78.75

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAR 9 1999

ARTICLES OF INCORPORATION
OF
ASTROLOGICAL COSMIC, A.C, INC.

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TALLAHASSEE, FLORIDA

The undersigned being of legal age and a natural person competent to contract and hereby associate our selves for the purpose of present these Articles of Incorporation and becoming a corporation under the laws of the state of Florida Statutes.

ARTICLE -1 - NAME

The name of the Corporation is Astrological Cosmic, A.C, Inc.(hereinafter "Corporation").

ARTICLE -2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively to produce, create, publish, manufacture and promote Astrological and educational programs for the general nature of the business and the objects and proposed to be transacted and carried on, to do any and all of the things herein mentioned, as fully and to the same extent as a natural persons might or could do.

ARTICLE - 3 - CAPITAL STOCK

The capital stock of this corporation shall be \$400,000,000.00 of 40,000,000 shares \$10.00 par value, common stock, this stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the Corporation at the book Value of the stock, and thereafter for five (5) days to the stock holder, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of the said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE - 4 - STOCKHOLDERS

The name and post office addresses of the Stockholders of this Articles of Incorporation, and the number of Shares of Stock each agree to take are directors of this Corporation shall be:

Rafael Alonso	13105 SW 2nd Ter	Miami, FL.33184	1,000,000 Shares
Ivette M. Alonso	13105 SW 2nd Ter	Miami, FL.33184	1,000,000 Shares
Maria R. Alonso	13105 SW 2nd Ter	Miami, FL.33184	1,000,000 Shares

ARTICLE - 5 - CAPITAL TO BEGIN THE BUSINESS

The amount of Capital with which this Corporation shall commence business shall be not less than \$500.00 Five Hundred dollars.

ARTICLE - 6 - DIRECTORS

The directors shall be elected by a majority vote of the Members of the Corporation. The officers of the Corporation shall be:

President:	Rafael Alonso
Vice President	Ivette M. Alonso
Treasure	Maria R. Alonso
Secretary	Rafael Alonso

ARTICLE - 7 - PRINCIPAL OFFICE

The addresses of the principal office of the Corporation is: 13105 SW 2nd Terrace, Miami, FL. 33184. and the mailing address is the same.

ARTICLE -8 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Rafael Alonso whose address shall be the same as the principal office of the Corporation.

ARTICLE - 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE - 10 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation. The officer of the Corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by the majority vote of all directors before it adoption as a corporate Act.

No person shall be required to own, hold, or control stock in this corporation a condition precedent to holding an office in this Corporation.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscription of the stock to any person, or firms or Corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of said assignment, shall stand in lieu of the original Incorporators, and assume and carry out all the rights, liabilities and duties entitled by said subscribers, subject to the laws of the State of Florida, and execution of the necessary instrument of assignment.

ARTICLE - 11 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Boards of Directors or officers of the Corporation or the Incorporator, shall be liable for debts of the Corporation.

ARTICLE -12- REGISTERED AGENT

The initial name and address of the registered agent of this Corporation is. Rafael Alonso 13105 SW 2nd Terrace Miami, FL. 33184. The office of this Corporation 13105 SW 2nd Terrace Miami, FL. 33184.

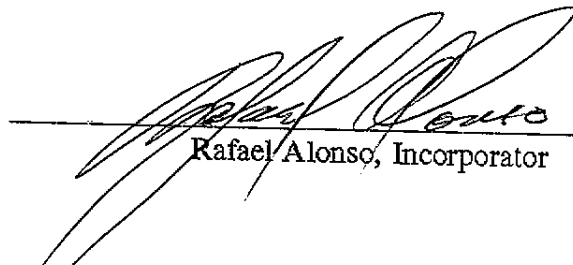
ARTICLE - 13 - EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval of the Secretary of State, of Florida.

ARTICLE - 14 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the, to the Members, and approved at the Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of shares herein above set forth, and hereunto set my hands and seal, This. March 1, 1999

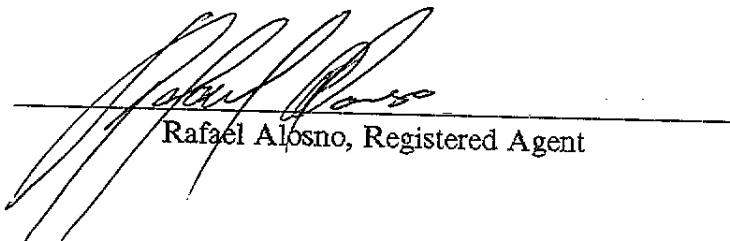


Rafael Alonso, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rafael Alonso has been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 48:091, Florida Statutes.



Rafael Alonso, Registered Agent